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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: Chapter 11

MRS. JOHN L. STRONG & CO., LLC Case No. 09-14820 (MG)

Debtor.

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In re: Chapter 11

MRS. JOHN L. STRONG & CO., INC., Case No. 09-15283 (MG)

Debtor.
-----X

**DECLARATION OF JOHN SCHWARTEN IN SUPPORT OF DEBTORS' SALE OF
SUBSTANTIALLY ALL OF THEIR ASSETS TO J.P. KOTTS & CO., INC.**

I, John Schwarten, under penalty of perjury, declares as follows:

1. I am a principal of the firm of OEM Capital Corp. ("OEM")¹, with offices located at 230 Park Avenue, Suite 456, New York, New York 10169. I am duly authorized to make this declaration on behalf of OEM and in further support of the application (the "Application") (Docket No. 26) of the above captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to sell substantially all of their assets to J.P. Kotts & Co., Inc. ("Kotts"), as a result of Kotts offering the highest and best bid for the Acquired Assets at an auction conducted on September 23, 2009 (the "Auction"). Unless otherwise stated in this declaration, I have personal knowledge of the matters set forth herein.

2. Since being retained by the debtor², OEM Capital has engaged in the marketing of the Debtors' assets on a number of fronts.

¹ Capital terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

² Upon information and belief, the Debtors' application to approve the retention of OEM Capital, effective as of August 24, 2009, was filed with the Court on September 22, 2009.

3. On or about August 28, 2009, an e-mail communication, that included a copy of the proposed terms and conditions to sale, was sent to over 1000 firms in our proprietary database. Those contacts consist of potential investors and or advisors with access to investors including law firms, accountants and financial institutions. Additionally, we reached out directly to several of the debtors' competitors via e-mail and telephone calls.

4. Combining these solicitations with potential buyers yielded a list of 35 potential bidders who responded with some indication of interest. OEM managed and maintained the contact with each of these names, sent out confidentiality agreements to those that requested information and forwarded a package of disclosure documents to all who executed the agreement. For those interested in making a bid, we also arranged for inspection of the physical assets.

5. Additionally, on September 11, 2009, and thereafter, e-mail communication was sent to at least 30 of the 35 potential bidders that we had determined were serious interested parties that contained a copy of the Court's Order approving the Terms and Conditions for the proposed sale (Docket No. 39).

6. The foregoing activity generated 6 qualified bidders in addition to the stalking horse bidder. The Auction was conducted on September 23, 2009, with all 7 bidders appearing and registering for the Auction. Prior to and during the auction OEM provided analyses of individual bids to determine the highest and best value that would inure to the benefit of the creditor body.

Executed in New York, New York on September 28, 2009.

s/John Swarten
John Swarten

Sworn to before me this
28th day of September, 2009

s/Cannen Gonzalez
Notary Public